

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF ARKANSAS
FAYETTEVILLE DIVISION**

**IN RE: NATIONAL HOME CENTERS, INC.,
Debtor**

**CASE NO. 4:09-bk-76195
CHAPTER 11**

**ORDER APPROVING AMENDED APPLICATION OF DEBTOR FOR ORDER
PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE BANKRUPTCY CODE
RULE 2014(a) AUTHORIZING THE DEBTOR TO EMPLOY
CRG MANAGEMENT, L.L.C. AS FINANCIAL ADVISORS AND
NOTICE OF OPPORTUNITY FOR HEARING**

Upon the Amended Application (the “Amended Application”) of National Home Centers, Inc., as debtor and debtor in possession (the “Debtor”) for entry of an order pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), authorizing the Debtor to retain CRG Partners, L.L.C. (“CRG”) as its financial advisor [Docket No. 88]; and upon the affidavit of CRG annexed to the Amended Application as Exhibit 2; and notice of the Amended Application having been given as set forth in the Amended Application; and it appearing that such notice is due and sufficient and that no further or other notice is required, having been given as set forth in the Amended Application; and it appearing that no objection has been filed; and the Court being satisfied that CRG does not hold or represent an interest adverse to the Debtor’s estate and that CRG is a “disinterested person” as such term is defined under section 101(14), as modified by section 1107(b), of the Bankruptcy Code; and the employment of CRG is necessary and in the best interests of the Debtor and its estate, creditors and all parties-in-interest; and the Court having reviewed the Amended Application and having heard the statements in support of the relief requested in the

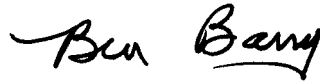
original Application at a hearing before the Court held on January 13, 2010 (the “Hearing”) and the arguments of counsel to JP Morgan Chase, N.A., as agent for itself and CIT Business Group, the major secured lenders in this case; and the Court having directed that the Amended Application be filed and served and having determined that the legal and factual bases set forth in the Amended Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing, it is hereby **ORDERED**, that the oral objections of JP Morgan Chase, N.A., are overruled and the Amended Application is granted, subject to the terms set forth herein.

It is further **ORDERED** that the Debtor is authorized to employ, retain, compensate, reimburse, and indemnify CRG as its financial advisor pursuant to the Amended Application and the Engagement Letter with Appendix A of terms and conditions, *nunc pro tunc* and effective as of December 8, 2009 and to compensate CRG pursuant to the procedures as set forth in the order granting Debtor’s Motion for an Order under 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedure Order”).

It is further **ORDERED** that the Debtor shall serve CRG’s monthly invoices of compensation earned and expenses reimbursed to those parties identified in the Compensation Procedure Order and file and serve applications for approval of compensation and expenses of CRG as set forth in the Compensation Procedure Order.

This Court shall retain jurisdiction with respect to all matters arising from or related to the engagement of CRG by the Debtor and the implementation of this Order.

IT IS SO ORDERED.

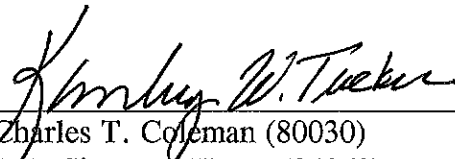


UNITED STATES BANKRUPTCY JUDGE

DATE: January 21, 2010

SUBMITTED BY:

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